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- and -

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Counsel to the Debtors and
 Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE EASTERN DISTRICT OF VIRGINIA
 RICHMOND DIVISION

- - - - - x
 In re: : Chapter 11
 :
 CIRCUIT CITY STORES, INC., : 1Case No. 08-35653 (KRH)
et al., :
 :
 Debtors. : Jointly Administered
 - - - - - X

**ORDER GRANTING FIRST APPLICATION FOR COMPENSATION
 AND REIMBURSEMENT OF EXPENSES OF MCGUIREWOODS LLP,
 CO-COUNSEL TO THE DEBTORS, FOR SERVICES
RENDERED FROM NOVEMBER 10, 2008 THROUGH JANUARY 31, 2009**

Upon consideration of the First Application for
 Compensation and Reimbursement of Expenses of McGuireWoods
 LLP, Co-counsel to the Debtors, for Services Rendered from
 November 10, 2008 through January 31, 2009 (the
 "Application"); and the Court having reviewed the

Application and the Court having determined that the relief requested in the Application is necessary and appropriate; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Application meets the requirements of the Bankruptcy Code and the compensation and reimbursement of expenses sought in the Application is both fair and reasonable.

2. The Application is hereby approved in its entirety, and compensation for the Application Period in the total amount of \$896,193.25 is hereby approved, and the Debtors are hereby authorized and directed to pay McGuireWoods LLP the unpaid portion of such compensation.

3. The reimbursement of expenses for the Application Period in the total amount of \$37,355.52 is hereby approved, and the Debtors are hereby authorized and directed to pay McGuireWoods LLP any unpaid portion of such reimbursements.

4. This Court will retain jurisdiction with respect to any dispute concerning the relief granted hereunder.

Dated: Richmond, Virginia

_____, 2009

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Gregg M. Galardi, Esq.
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/s/ Douglas M. Foley
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Counsel to the Debtors and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley